

B.09 Nunavut Arctic College Board of Governors - By-laws

Governance and Organization

Nunavut Arctic College

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BY-LAWS

The Board of Governors of Nunavut Arctic College, pursuant to Section 14 (1) of Nunavut Arctic College Act, established these By-laws respecting the election of its members to the executive committee, the calling of meetings and conduct of business at its meetings.

DEFINITIONS

For the purpose of these By-laws:

- i. "COLLEGE" means Nunavut Arctic College
- ii. "BOARD" means the Board of Governors of Nunavut Arctic College
- iii. "EXECUTIVE MEMBER" or "EXECUTIVE" means the Executive Committee of Nunavut Arctic College Board of Governors
- iv. "MINISTER" means the Minister Responsible for Nunavut Arctic College

1.0 MEETINGS

1.1 The Board of Governors shall meet in regular session at least three (3) times each year.

1.2 The location of regular meetings shall be chosen by motion of the Board.

1.3 At the last meeting of the calendar year, the Board shall establish the locations and dates for the next three (3) regular meetings. Changes in the schedule of regular meetings will be decided by the Executive Committee. The members will be advised of such changes and of the reasons for them.

1.4 Special meeting of the Board shall be convened at the call of the Chairperson of the Board of Governors shall call a meeting at the request of three (3) members of the Board.

1.4.1 Notice of such meetings must be given to all members of the Board at least forty-eight (48) hours prior to the date of the proposed meeting.

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- 1.4.2 The requirements for such notice as described in subsection 1.4.1 may be waived by approval of a majority of the members of the Board.
- 1.4.3 When a special meeting is called, the reasons will be stated and only those matters will be included on the agenda for that meeting.
- 1.5 The Executive Committee of the Board shall meet at least once between regular meetings.
- 1.6 With the exception of regular meetings, meetings may be held by conference call within forty-eight (48) hours notice.
- 1.7 Resolutions shall be presented on motion by a member of the Board. The motion must be seconded by another member.
- 1.7.1 The Chairperson may not make or second motions.
- 1.7.2 For the purpose of the business of the Board, member, other than the Chairperson of the meeting, shall have one vote on each question unless a member has declared a conflict of interest as described in section 9.0 of the By-laws in which case that member is not entitled to vote.
- 1.7.3 In the event of an equality of votes on each side of the question, the Chairperson shall cast the deciding vote.
- 1.7.4 A resolution passed by a majority of members at a meeting of the Board of Governors at which a quorum is present binds all members of the Board with the exception of those cases described in sections 5.4 and 10.1.
- 1.7.5 No act or proceeding of the Board is invalid by reason of:
- (a) A defect in the appointment of a member of the Board;
 - (b) A defect in the convening of the meeting.
- 1.7.6 In the absence of the Chairperson and Vice-Chairperson, a member chosen by the members present may act as Chairperson to preside over the meeting. His/her duties will cease as of the adjournment of that meeting.

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- 1.7.7 No member of the public may participate in the discussion at a Board meeting without the Board's consent.
- 1.8 All regular and special meetings of the Board shall be open to the public.
- 1.8.1 When a majority of members at a meeting is of the opinion that it is in the public interest to hold a meeting of all or part of the Board on any subject in private, the Board may resolve it self into a Committee and exclude any person from the meeting.
- 1.8.2 No resolution or by-law of the Board shall be made at any meeting which is not an open meeting with the exception of the resolution necessary to revert to an open meeting.
- 1.8.3 Every effort shall be made to ensure that the in-camera portion of a meeting is scheduled immediately prior to a recess or adjournment.
- 1.9 Any Board member missing three (3) consecutive meetings, unless granted permission by the Board, may be subject to a recommendation by the Board for his/her replacement being forwarded to the Minister.
- 1.10 Meetings of the Board of Governors shall be governed by Robert's Rule of Order except as amended by these By-laws.
- 2.0 QUORUM
- 2.1 A majority of the Board members (including the Chairperson) holding office shall constitute a quorum at regular or special meetings of the Board.
- 2.2 Three (3) members of the Executive Committee shall constitute a quorum at executive meetings of the Board.
- 2.3 A majority of members of the Policy and Programs, and Finance Committees shall constitute a quorum for the meetings of each of those Committees.
- 2.4 As an ex-officio member of the Finance, and Policy and Programs Committees, the Chairperson of the Board has the same rights as the other committee members, but is

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not obligated to attend meetings of the committees and is not counted in determining if a quorum is present.

3.0 AGENDA

3.1 The agenda shall be established by the Chairperson and approved by the Executive Committee at the executive meeting previous to each regular meeting.

3.2 Members may submit items to the Chairperson or President for consideration by the Executive to include such items on the agenda.

3.3 The agenda may be altered at a regular meeting by motion prior to the adoption of the agenda.

3.4 At any regular or special meeting, after the adoption of the agenda, members may give notice of motion to be placed on the agenda for the following regular or special meeting or, if all members are present, may introduce a motion treating a matter not on the agenda, to be considered at the meeting in progress.

4.0 EXECUTIVE OFFICERS

4.1 The Executive Officers of the Board of Governors of Nunavut Arctic College are the Chairperson, the Vice-Chairperson, and two (2) members as elected by the Board.

4.1.1 Collectively, this body is known as the "Executive Committee" of the Board of Governors.

4.1.2 The Executive Committee is elected by the members as outlined in section 5.0 of the By-laws.

4.2 The duties of the Chairperson shall be to:

4.2.1 Direct the business of the Board in accordance with the By-laws and Policies of the Board of Governors and the Laws of Canada and Nunavut; and

4.2.2 When present, preside over the regular and special meetings of the Board; and

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- 4.2.3 Chair the meetings of the Executive Committee; and
 - 4.2.4 Be familiar with and exercise correct parliamentary procedure pursuant to section 1.10 of these By-laws; and
 - 4.2.5 Vote on any question upon which the Board is equally divided; and
 - 4.2.6 Act as an ex-officio member, with full voting privileges on all standing and ad committees of the Board; and
 - 4.2.7 Provide direction to the President on matters of Board Policy and maintain regular communication with the President; and
 - 4.2.8 Act as the official spokesperson of the Board.
- 4.3 In matters of urgency requiring immediate attention and action by the Board of Governors between Board meetings, the Chairperson, in consultation and agreement with the Executive Committee of the Board, shall take the appropriate action. The Board members will be advised of the actions at the next scheduled Board meetings, at which time, upon motion duly presented and passed, these actions will be ratified.
- 4.4 The duties of the Vice-Chairperson shall be to:
- 4.4.1 Perform the duties of the Chairperson during any absence or inability of the Chairperson to act.
- 5.0 ELECTION OF OFFICERS AND TERMS OF OFFICE
- 5.1 When required, elections shall take place at the last regular meeting of the calendar year.
- 5.1.1 Nominations shall be opened to the floor. Nominations shall be presented on motion and seconded.
 - 5.1.2 All votes shall be cast by secret ballot.

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5.1.3 The Chairperson shall be elected first. The Vice-Chairperson shall then be elected.

5.1.4 Two additional Executive members shall then be elected.

5.11.5 The Executive Committee members shall be elected for two (2) years.

5.2 The Terms of Office of a member elected to an Executive position shall take effect as soon as the election process has been completed.

5.3 Vacancies in the Executive shall be filled by a member elected by the Board according to these By-laws. The new Executive member shall serve only the remainder of the term of office of that Executive position.

5.4 Any member of the Executive may be expelled from his/her position by three-quarters (3/4) majority vote of the rest of the members of the Board.

6.0 STANDING COMMITTEES

6.1 The Board shall establish Terms of Reference prior to establishing a standing committee and for each ad hoc committee.

6.2 Standing committees of Finance and of Policy and Programs may be established with at least four (4) members each.

6.3 Members of standing committees are appointed by the Executive Committee in consultation with the members.

6.3.1 The term of office of a member appointed to a standing committee shall take effect as soon as the appointment has been made.

6.3.2 When a standing committee is in need of another member to achieve a quorum, the Executive Committee may temporarily appoint another member who is readily available. The appointment expires when the meeting adjourns.

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6.4 The student representative of the Board of Governors shall serve as a member of the Policy and Programs Committee.

6.5 When required, there shall be a review of all standing committee memberships at the last regular Board meeting of the calendar year.

7.0 THE PRESIDENT

7.1 The President shall report directly to the Board and shall serve as a non-voting member of the Board and as an ex-officio member of all committees of the Board with no voting privileges.

7.2 An Acting President will be recommended to the Minister by the Executive Committee of Nunavut Arctic College during the absence of the President for longer than one week. Normally, the Acting President will be one of the College's senior managers.

8.0 THE MINUTES

8.1 Minutes of each Board meeting shall be distributed to each member of the Board within three (3) weeks after the meeting.

8.2 Minutes of committee meetings shall be mailed to committee members within two (2) weeks of the Committee meeting.

8.3 Minutes of all approved Board and Committee meetings shall be mailed to all Board members within two (2) weeks of approval.

8.3.1 Board minutes, when adopted, shall be signed by the Chairperson and the President.

8.3.2 Committee minutes, when approved by the Committee shall be signed by the Committee Chairperson and the President.

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9.0 CONFLICT OF INTEREST

9.1 The College requires that no conflict of interest exist between the members of the Board of Governors and the College. Giving the appearance of no conflict of interest is often as important as the actual absence of such conflict.

9.2 The possibilities of conflict of interest between Board members and the College are illustrated but not limited by the following outlines of some of the more obvious situations where a conflict exists:

9.2.1 Members shall not use or disclose to the prejudice of the College or for personal gain any information of decisions, bids, plans or other matters concerning the College.

9.2.2 Any member of the Board who has a direct pecuniary interest, whether personally or through his/her family, in a matter under consideration by the Board, shall disclose that interest at the first opportunity and shall refrain from voting on or participating in the matter in any other way.

9.2.3 Members shall not sell or lease to buy from the College any property or service except in the normal course of business.

9.2.4 All Board members are required to operate College business within the intent of the Laws of the land-

9.3 No member shall divulge confidential information obtained as a result of his/her appointments unless legally required to do so. If any member does divulge such information, s/he may be subject to the action outlined in subsection 9.4.

9.4 If the Board has reasonably determined that a member has knowingly allowed himself/herself to be in conflict of interest it may petition the Minister to revoke the appointment of that member.

9.5 In addition to these By-laws, the Conflict of Interest Act also applies to members of the Board of Governors.

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10.0 AMENDMENT OF BY-LAWS

- 10.1 By-laws of the Board maybe rescinded, altered or added to at regular meetings of the Board by three-quarter (3/4) majority vote of those present.